

**CHAPMAN AND CUTLER LLP**

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April 25, 2007

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 26936-B FILED

APR 25 '07 -11 10 AM

Re: BNSF Railway Company  
Leveraged Lease Financing  
BNSF 2007-K

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 1 (BNSF 2007-K), dated as of April 26, 2007, between BNSF Railway Company, as lessee (the "Lessee") and First Chicago Leasing Corporation, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2007-K), dated as of April 26, 2007, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: First Chicago Leasing Corporation  
c/o JPMorgan Capital Corporation  
10 South Dearborn Street  
Mail Code IL1-0502  
Chicago, Illinois 60603  
Attention: President

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of the following:

Law Offices of  
CHAPMAN AND CUTLER LLP

30 GE AC 4400 CW Locomotives within the series BNSF 5718 through BNSF 5747, inclusive, and 22 GE Dash 9-44CW Locomotives within the series BNSF 961 through BNSF 5427, in each case all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2007-K) between First Chicago Leasing Corporation, as Lessor and BNSF Railway Company, as Lessee.

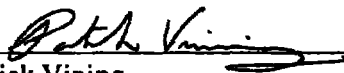
A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

Enclosures

**EXHIBIT A****UNITS**

<b>EQUIPMENT TYPE</b>	<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
Type A Equipment	GE AC 4400 CW Locomotives	30	BNSF 5718 through BNSF 5747, inclusive
Type B-1 Equipment	GE Dash 9-44CW Locomotives	4	BNSF 5422, BNSF 5423, BNSF 5426, BNSF 5427
Type B-2 Equipment	GE Dash 9-44CW Locomotives	2	BNSF 4745, BNSF 4746
Type B-3 Equipment	GE Dash 9-44CW Locomotives	6	BNSF 4714 through BNSF 4719, inclusive
Type B-4 Equipment	GE Dash 9-44CW Locomotives	10	BNSF 961 through BNSF 963, inclusive, BNSF 1100, BNSF 1101, BNSF 1104 through BNSF 1108, inclusive

APR 25 '07

-11 10 AM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 2007-K)****SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Supplement No. 1, made and entered into as of April 26, 2007, by and between First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2007-K), dated as of April 2, 2007 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2007-K), dated April 26, 2007, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo

Name: Victoria B. Dal Santo

Title: Vice President

Executed on this 14<sup>th</sup> day of April, 2007.

BNSF RAILWAY COMPANY

By \_\_\_\_\_

Name: L. Steven Vollmer

Title: General Director-Finance

Executed on this \_\_\_\_ day of April, 2007.

STATE OF ILLINOIS )

) SS.:

COUNTY OF COOK )

On this, the 19th day of April, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on April 19, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



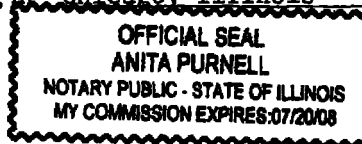
Name: Anita Purnell

Notary Public

My Commission Expires: July 20, 2008

Residing in Chicago, Illinois

(SEAL)



STATE OF TEXAS )

)

SS:

COUNTY OF TARRANT )

On this \_\_\_\_ day of April, 2007, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on April \_\_\_, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_

Notary Public -

My Commission Expires:

Residing in

(SEAL)


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of April, 2007.

BNSF RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this <sup>19<sup>th</sup></sup> day of April, 2007.

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of April, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on April \_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

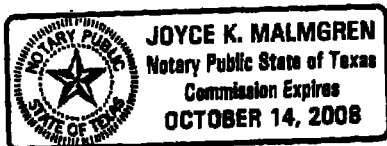
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_  
(SEAL)

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 19<sup>th</sup> day of April, 2007, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on April 19, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Joyce K. Malmgren  
Name:  
Notary Public -  
My Commission Expires:  
Residing in Tarrant County, TX  
(SEAL)



**EXHIBIT A****UNITS**

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Type B-4 Equipment	GE Dash 9-44CW Locomotives	10	BNSF 961 through BNSF 963, inclusive, BNSF 1100, BNSF 1101, BNSF 1104 through BNSF 1108, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/25/07



\_\_\_\_\_  
Robert W. Alvord